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Tarrant County Texas

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AMENDMENT TO OIL AND GAS LEASE

THE STATE OF TEXAS

§

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TARRANT

§

WHEREAS, on **March 25th, 2008**, a No Surface Use Oil and Gas Lease was entered into by and between **Billy J. Ewing and Anna F. Ewing**, whose address is 2709 Raintree Cir., Carrollton, Texas 75006, herein called ("Lessor," whether one or more), and **Paloma Barnett, LLC**, whose address is 1021 Main Street, Suite 2600, Houston, Texas 77002, herein called ("Lessee," whether one or more); which is recorded in the Official Public Records of Tarrant County, Texas as **D208232509**; and,

WHEREAS, Paloma Barnett, L.L.C. assigned all of its right, title and interest in and to the lease to Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, whose address is 6100 North Western Avenue, Oklahoma City, Oklahoma 73118; and,

WHEREAS, Total E&P USA, Inc., whose address is 1201 Louisiana Street, Suite 1800, Houston, Texas, 77002, acquired an undivided 25% of Chesapeake's working interest in the aforementioned Lease; and,

WHEREAS, the Lessor(s), Chesapeake Exploration, L.L.C. and Total E&P USA, Inc., their successors and/or assigns, desires to amend said Oil and Gas Lease as set forth below:

- 1) The Lease states that the land covered thereby (the "leased premises") is described as follows:

Tract 1: 0.22901081215055361 acres of land, more or less, also being known as Blk B Lot 4, Mayfield Meadows Addition, an addition to the City of Arlington, Tarrant County, Texas, According to the revised Plat recorded in Volume 388-121 Page 75 Plat Records, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

Tract 2: 0.2665 acres of land, more or less, also known as Blk 9 Lot 1 Briar Meadow, the First Installment of an addition to the City of Arlington, Tarrant County, Texas, according to Plat and Dedication recorded in Volume 388-60, Page 12, Plat records, Tarrant County, Texas, and amendments thereof, including streets, easements, and alleyways adjacent thereto, and any riparian rights.

NOW THEREFORE, in consideration of the leased premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the undersigned do hereby amend the Oil and Gas Lease as follows:

The PROPERTY DESCRIPTION within the said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas is deleted in its entirety and substituted with the following Property Description:

Tract 1: 0.2290 acres, more or less, situated in the Robert R. Ramey Survey, A-1343, and being Lot 4, Block B, of Mayfield Meadows Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the map or plat thereof recorded in Volume 388-121, Page 75, Plat Records, Tarrant County, Texas.

Tract 2: 0.2665 acres, more or less, situated in the John W Gorbett Survey, A-607, and being Lot 1, Block 9, of Briar Meadow Addition, an addition to the City of Arlington, Tarrant County, Texas, according to the map or plat

thereof recorded in Volume 388-60, Page 12, Plat Records, Tarrant County Texas.

2) The acknowledgment(s) in the above described Oil and Gas Lease was not properly executed.

The ACKNOWLEDGMENTS within said Oil and Gas Lease as referenced above, filed in the Official Public Records of Tarrant County, Texas are deleted in their entirety and substituted with the corrected acknowledgments executed at the end of this document.

Lessor(s) does hereby adopt, ratify and confirm the Lease, as amended hereby, and does hereby stipulate that the Lease remains in full force and effect. Insofar as is necessary, Lessor(s) does hereby lease, let, and demise to Lessee, its successors and assigns, the lands covered by the Lease, pursuant to the terms and provisions of the Lease.

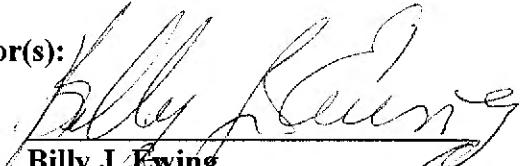
In the event of a conflict between the provisions contained in this instrument and any other provisions contained in the Lease, the provisions contained in this instrument shall prevail to the extent of such conflict; in all other respects the Lease shall remain in full force and effect.

This instrument may be executed in multiple counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

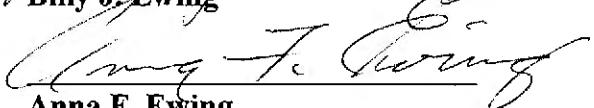
IN WITNESS WHEREOF, this instrument is executed as of the date of acknowledgment of the signatures below.

Lessor(s):

By:


Billy J. Ewing

By:


Anna F. Ewing

Lessee(s):

CHESAPEAKE EXPLORATION, L.L.C.

By: _____

Henry J. Hood, Sr. Vice President
Land and Legal & General Counsel

TOTAL E&P USA, INC., a Delaware corporation

By: _____

Eric Bonnin, Vice President
Business Development and Strategy

ACKNOWLEDGMENTS

STATE OF TEXAS
COUNTY OF TARRANT

This foregoing instrument was acknowledged before me on the 24th day of February 2011, by Billy J. Ewing.



Brenda Hayton-Higgin
Notary Public, State of Texas

STATE OF TEXAS

This foregoing instrument was acknowledged before me on the 24th day of February 2011, by Anna F. Ewing.



Brenda Hapton - Higgins
Notary Public, State of Texas

ACKNOWLEDGMENTS

STATE OF _____ §
§
COUNTY OF _____ §

The foregoing instrument was acknowledged before me on the _____ day of _____, 2011, by Henry J. Hood, Sr. Vice President – Land and Legal & General Counsel, on behalf of CHESAPEAKE EXPLORATION, L.L.C.

Notary Public in and for The State of _____

STATE OF _____ §
§
COUNTY OF _____ §

The foregoing instrument was acknowledged before me this _____ day of _____, 2011, by Eric Bonnin as Vice President – Business Development and Strategy of TOTAL E&P USA, INC., a Delaware corporation, as the act and deed and behalf of such corporation.

Notary Public in and for The State of _____